

# FOU000005669

Document Number only

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092  
City State Zip Phone

CORPORATION(S) NAME

CarsDirect.com, Inc.

Adm - 1,150

400003411084--7  
-10/10/00--01067--027  
\*\*\*1150.00 \*\*\*1150.00

400003411084--7  
-10/02/00--01078--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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|---|---|--|
| <input checked="" type="checkbox"/> Profit                        | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger          |
| <input type="checkbox"/> NonProfit                                | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark            |
| <input type="checkbox"/> Limited Liability Company                | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other           |
| <input checked="" type="checkbox"/> Foreign <i>Qualification</i>  | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of P.A.  |
| <input type="checkbox"/> Limited Partnership                      | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Reinstatement                            | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> CUS             |
| <input checked="" type="checkbox"/> Limited Liability Partnership | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30      |
| <input checked="" type="checkbox"/> Certified Copy                | <input type="checkbox"/> Will Wait              | <input type="checkbox"/> Pick Up         |
| <input type="checkbox"/> Call When Ready                          |   |  |
| <input type="checkbox"/> Walk In                                  |   |  |
| <input type="checkbox"/> Mail Out                                 |   |  |

Name
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Updater
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W.P. Verifier

PLEASE RETURN EXTRA COPIES  
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THANKS.

LAURA EARNEST

RECEIVED

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00 OCT -2 PM 12:17 00 OCT -2 PM 3:45

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

8/27

10/2

312

10/10



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 2, 2000

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: CARSDIRECT.COM, INC.  
Ref. Number: W00000023887

FILED  
00 OCT -2 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for CARSDIRECT.COM, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Please note that we have RETAINED your \$78.75 payment.

The application states that this corporation began transacting business in Florida on June 15, 1999. If this is so, then penalty fees are owed.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$1,150.00.

If you have any questions concerning the filing of your document, please call (850) 487-6914.

Buck Kohr  
Corporate Specialist

Letter Number: 600A00052196

10: Please backdate  
to October 2.  
TKS  
Carol

RECEIVED  
00 OCT 10 AM 10:40  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. CarsDirect.com, Inc.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 95-4711621  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10/9/98 5. perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 6/15/99  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 10567 Jefferson Blvd.  
Culver City, CA 90232  
(Current mailing address)

8. Internet Automobile Sales Industry  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

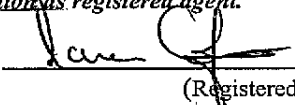
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
TARA COFER  
Special Assistant Secretary  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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OCT -2 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable) \***

Chairman: Howard Lee Morgan

Address: 10567 Jefferson Blvd., Culver City, CA 90232

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Gerald Greenwald

Address: 10567 Jefferson Blvd., Culver City, CA 90232

Director: James Thomas Armstrong

Address: 10567 Jefferson Blvd., Culver City, CA 90232

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: Robert Norris Brisco

Address: 10567 Jefferson Blvd., Culver City, CA 90232

Vice President: Mark Edwin Miller, Sr. Vice President, Industry & Dealer Relations

Address: 10567 Jefferson Blvd., Culver City, CA 90232

Secretary: Frederick George Silny

Address: 10567 Jefferson Blvd., Culver City, CA 90232

Treasurer: Frederick George Silny, Chief Financial Officer

Address: 10567 Jefferson Blvd., Culver City, CA 90232

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Frederick G. Silny  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Frederick G. Silny, Chief Financial Officer and Secretary  
(Typed or printed name and capacity of person signing application)

\*See Directors continued on addendum

FILED  
OCT 2 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Addendum to  
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANSACTION BUSINESS IN FLORIDA  
CARSDIRECT.COM, INC.

A. Directors (Street address) continued

Lawrence Stuart Gross  
10567 Jefferson Blvd., Culver City, CA 90232

Roger Searle Penske, Sr.  
10567 Jefferson Blvd., Culver City, CA 90232

William Tod Gross  
130 W. Union Street  
Pasadena, CA 91103

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARSDIRECT.COM, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

FILED  
OCT -2 PM 3:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



2953962 8300

001475619

  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0687017

DATE: 09-21-00